



# MRVL

MANDHANA RETAIL VENTURES LTD.

CIN: L52390MH2011PLC213349

Registered Office : Plot No. E - 132, M.I.D.C., Tarapur Industrial Area, Boisar, Dist : Palghar - 401506

31<sup>st</sup> August, 2019

To,

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

**National Stock Exchange of India Limited**

Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C-1,  
G Block, Bandra Kurla Complex,  
Bandra (E), Mumbai 400 051

Dear Sir/Madam,

**Sub: Voting results of the 8<sup>th</sup> Annual General Meeting ('AGM') of the Company held on Thursday, 29<sup>th</sup> August, 2019, pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')**

**Ref: BSE Scrip Code - 540210 & NSE Symbol - TMRVL**

Pursuant to Regulation 44 of the Listing Regulations, 2015 and in compliance with provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014, the Company had provided remote electronic voting facility (e-voting) to the Members entitled to cast their vote at the Annual General Meeting (AGM/ Meeting). The e-voting process was carried out by the Company between Monday, 26<sup>th</sup> August, 2019 (from 9:00 a.m.) and Wednesday, 28<sup>th</sup> August, 2019 (5:00 p.m.), with a cut-off date for determining the entitlement of shareholders to cast their vote, being Thursday 22<sup>nd</sup> August, 2019. The Company had also provided the option of voting through physical ballots at the AGM held on Thursday, 29<sup>th</sup> August, 2019, to those shareholders who had not casted their votes through e-voting.

Mr. Nitin R. Joshi, Practising Company Secretary, was appointed as Scrutinizer for the entire voting process. The scrutinizer has submitted the consolidated report on the entire voting of the AGM.

The consolidated voting results in terms of Regulation 44 of Listing Regulations, 2015 and the report of scrutinizer dated 30<sup>th</sup> August, 2019 are enclosed herewith.

Based on the consolidated report of the scrutinizer, all the resolutions as set out in the notice of the AGM of the Company have been duly approved by the Members with the requisite majority.

Kindly take the above on your records and oblige.

Yours faithfully,

for **THE MANDHANA RETAIL VENTURES LIMITED**

**MANISH MANDHANA**  
**(Chief Executive Officer)**



**Encl.: As above**

THE MANDHANA RETAIL VENTURES LIMITED  
FORMERLY KNOWN AS MANDHANA RETAIL VENTURES LIMITED.

Corporate Office: 006-008, Peninsula Centre, Dr. S.S Rao Road, Parel, Mumbai 400012.

Tel: 91-22-43539216/17/18 Email: info@mandhanaretail.com Website: www.mandhanaretail.com

Tel: 91-22-43539797

**MRVL**

MANDHANA RETAIL VENTURES LTD.

Continuation Sheet...

**VOTING RESULTS OF THE 8<sup>TH</sup> AGM  
(Pursuant to Regulation 44 of Listing Regulations, 2015)**

Date of AGM/EGM:	29 <sup>th</sup> August, 2019
Total number of Shareholders on record date (cut-off date for reckoning the voting rights of the shareholders) i.e. close of the business hours on Thursday, 22 <sup>nd</sup> August, 2019:	10093
<b>No. of shareholders present in the Meeting either in person or through proxy:</b>	54
<b>Promoters and Promoter Group:</b>	18
<b>Public:</b>	36
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	NIL
<b>Promoters and Promoter Group:</b>	N.A.
<b>Public:</b>	N.A.

**Details of the Agenda:**

**Resolution No. 1: Adoption of the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019.**

**Resolution required: Ordinary**

**Whether promoter/ promoter group are interested in the agenda/resolution?: No**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	70,67,318	70,60,652	99.91	70,60,652	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>70,60,652</b>	<b>99.91</b>	<b>70,60,652</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	11,07,519	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	1,39,07,772	3,04,651	2.19	3,04,479	172	99.94	0.06
	Poll		9,29,020	6.68	9,29,020	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>12,33,671</b>	<b>8.87</b>	<b>12,33,499</b>	<b>172</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>2,20,82,609</b>	<b>82,94,323</b>	<b>37.56</b>	<b>82,94,151</b>	<b>172</b>	<b>100.00</b>	<b>0.00</b>





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MANDHANA RETAIL VENTURES LTD.

Continuation Sheet...

**Resolution No. 2: Re-appointment of Mrs. Sangeeta M. Mandhana, (DIN: 06934972) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offered herself for re-appointment.**

**Resolution required: Ordinary**

**Whether promoter/ promoter group are interested in the agenda/resolution?: Yes**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	70,67,318	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public Institutions	E-Voting	11,07,519	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	1,39,07,772	3,04,651	2.19	3,03,747	904	99.70	0.30
	Poll		9,29,020	6.68	9,29,020	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>12,33,671</b>	<b>8.87</b>	<b>12,32,767</b>	<b>904</b>	<b>99.93</b>	<b>0.07</b>
<b>Total</b>		<b>2,20,82,609</b>	<b>12,33,671</b>	<b>5.59</b>	<b>12,32,767</b>	<b>904</b>	<b>99.93</b>	<b>0.07</b>

**Details of invalid Votes**

Category	No of Votes
Promoter and Promoter Group	70,60,652
Public Institutions	-
Public Non Institutions	-

**Resolution No. 3: Re-appointment of Mrs. Sangeeta Mandhana as Managing Director of the Company and remuneration payable to her**

**Resolution required: Special**

**Whether promoter/ promoter group are interested in the agenda/resolution?: Yes**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	70,67,318	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public Institutions	E-Voting	11,07,519	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	1,39,07,772	3,04,651	2.19	3,03,747	904	99.70	0.30
	Poll		9,29,020	6.68	9,29,020	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>12,33,671</b>	<b>8.87</b>	<b>12,32,767</b>	<b>904</b>	<b>99.93</b>	<b>0.07</b>
<b>Total</b>		<b>2,20,82,609</b>	<b>12,33,671</b>	<b>5.59</b>	<b>12,32,767</b>	<b>904</b>	<b>99.93</b>	<b>0.07</b>



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Continuation Sheet...

**Resolution No. 4: Re-appointment of Mr. Priyavrat Mandhana as Executive Director of the Company and remuneration payable to him.**

**Resolution required: Special**

**Whether promoter/ promoter group are interested in the agenda/resolution?: Yes**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	70,67,318	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public Institutions	E-Voting	11,07,519	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	1,39,07,772	1,48,025	1.06	1,47,091	934	99.37	0.63
	Poll		9,29,020	6.68	9,29,020	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>10,77,045</b>	<b>7.74</b>	<b>10,76,111</b>	<b>934</b>	<b>99.91</b>	<b>0.09</b>
<b>Total</b>		<b>2,20,82,609</b>	<b>10,77,045</b>	<b>4.88</b>	<b>10,76,111</b>	<b>934</b>	<b>99.91</b>	<b>0.09</b>

**Details of invalid Votes**

Category	No of Votes
Promoter and Promoter Group	-
Public Institutions	-
Public Non Institutions	156626

**For THE MANDHANA RETAIL VENTURES LIMITED**

**MANISH MANDHANA**  
**(Chief Executive Officer)**



# Nitin R. Joshi

B.COM., LL.B., D.C.E.C., F.C.S.  
COMPANY SECRETARY

415, Marathon Max, Next to UdyogKshetra, Jn. of L.B.S. Marg&Goregaon Link Road, Mulund (W),  
Mumbai-400 080. Tel. 2562 5660/61 Cell 98201 29178

## CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To,

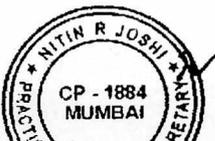
The Chairman of the Eighth Annual General Meeting ('AGM'/'Meeting') of the Equity Shareholders of The Mandhana Retail Ventures Limited held on Thursday, 29<sup>th</sup> day of August, 2019 at 12.00 Noon at Sarovar Residency, P-180, Tarapur MIDC Area, Near Hotel Sarovar, Chitralya, Boisar (W), District Palghar-401506.

Dear Sir,

I, Nitin R. Joshi, Practicing Company Secretary, have been appointed as a scrutinizer by the Board of Directors of The Mandhana Retail Ventures Limited ("the Company") for the purpose of scrutinizing the entire voting process and ascertaining the requisite majority of the voting carried out, as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('Rules') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolutions contained in the notice of the Eighth Annual General Meeting of the Members of the Company.

The Chairman of the Annual General Meeting ('the Meeting') had provided an additional opportunity of voting to those members present at the meeting who have not cast their vote earlier through e-voting ('e-voting') to vote on the resolutions contained in the notice of the Eighth Annual General Meeting of the Members of the Company.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder, relating to e-voting (remote e-voting) and physical voting at the AGM on the resolutions contained in the Notice of the AGM of the Members of the Company. My responsibility as a scrutinizer for the e-voting (remote e-voting) process and voting through physical ballot forms (received at the Annual General Meeting) is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the notice of AGM, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency, engaged by the Company to provide e-voting facilities to the Members and physical ballot forms received at the AGM.



Further to above, I submit my report as under:

1. The Company had provided the e-voting facility through CDSL's website [www.evotingindia.com](http://www.evotingindia.com). The Company had uploaded the AGM Notice containing all the items of businesses to be transacted on the website of the Company and also on CDSL website for perusal by members.
2. The Notice of the AGM sent to the Members along with the Annual Report 2018-19 of the Company (electronically through email and physically through speed post) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
3. As prescribed in the said Rules, the Company had published advertisements containing the specified information immediately on completion of dispatch of AGM Notice in Financial Express (English) on 02.08.2019 and in Mahasagar (Marathi) on 02.08.2019.
4. Voting rights of Members have been reckoned in proportion to their shareholding in the paid-up equity share capital of the Company as on the close of the business hours on 22.08.2019.
5. The remote e-voting commenced from 26.08.2019 (09:00 a.m.) and concluded on 28.08.2019 (05:00 p.m.).
6. At the AGM, the Chairman, after the discussions on all matters included in the said notice were over, announced that the Members present at the AGM and who have not cast their vote by remote e-voting, can exercise their voting rights through the ballot paper.
7. Thereafter, on completion of the voting through ballot paper and counting of the votes cast at the meeting, the e-voting summary of the votes cast on the agenda items contained in the AGM Notice was generated from the electronic voting system provided by CDSL.
8. The votes cast were unblocked in the presence of two witnesses, who are not in the employment of the Company.



As requested by the Management, I submit herewith the consolidated report on the results of e-voting together with that of physical ballot forms received at the AGM, given as under:

Resolution No.	Brief Description of resolution	Resolution Type	Mode of voting	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
				No. of members voting	No. of votes	% of the total number of valid votes cast (favour and Against)	No. of members voting	No. of votes	% of the total number of valid votes cast (Favour and Against)	No. of members voting	No. of votes
1	Adoption of the Audited Financial Statement of the Company for the financial year ended 31 <sup>st</sup> March, 2019.	Ordinary	e-voting	38	7365131	--	4	172	--	--	--
			Physical Ballot Form	21	929020	--	--	--	--	--	--
			<b>Total</b>	<b>59</b>	<b>8294151</b>	<b>100</b>	<b>4</b>	<b>172</b>	<b>0.00</b>	--	--
2	Re-appointment of Mrs. Sangeeta M. Mandhana (DIN: 06934972) who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013, and being eligible, offered herself for re-appointment.	Ordinary	e-voting	13	303747	--	6	904	--	23	7060652
			Physical Ballot Form	21	929020	--	--	--	--	--	--
			<b>Total</b>	<b>34</b>	<b>1232767</b>	<b>99.93</b>	<b>6</b>	<b>904</b>	<b>0.07</b>	23	7060652
3	Re-appointment of Mrs. Sangeeta Mandhana as Managing Director of the Company and Remuneration payable to her.	Special	e-voting	13	303747	--	6	904	--	--	--
			Physical Ballot Form	21	929020	--	--	--	--	--	--
			<b>Total</b>	<b>34</b>	<b>1232767</b>	<b>99.93</b>	<b>6</b>	<b>904</b>	<b>0.07</b>	--	--
4	Re-appointment of Mr. Priyavrat Mandhana as Executive Director of the Company and Remuneration payable to him	Special	e-voting	11	147091	--	7	934	--	1	156626
			Physical Ballot Form	21	929020	--	--	--	--	--	--
			<b>Total</b>	<b>32</b>	<b>1076111</b>	<b>99.91</b>	<b>7</b>	<b>934</b>	<b>0.09</b>	1	156626

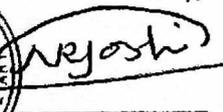


The relevant records relating to physical ballot forms received at the Meeting shall remain in my custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter, I shall return the related papers to the Company.

Thanking you,

Yours faithfully,



  
(NITIN R. JOSHI)  
Practicing Company Secretary  
FCS 3137 CP 1884

Countersigned by

  
Marish Mandhana  
Chief Executive Officer



Place: Mumbai.  
Date : 30.08.2019